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OF COUNSEL
URBAN A. IESTER

April 26, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 14466-A FILED

APR 26 '99 12-10 PM
TS

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four(4) copies of a Release and Satisfaction and Bill of Sale, dated as of April 20, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 14466.

The name and address of the party to the enclosed document are:

Secured Party: The Bank of New York
(Successor to Mercantile Safe
Deposit and Trust Company)
10161 Centurion Parkway
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is:

All railroad equipment covered by the Equipment Trust Agreement
previously filed herein.

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 14466-A.
APR 26 '99

FILED
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Counterpart No. 1
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

SEABOARD SYSTEM RAILROAD EQUIPMENT TRUST OF 1984

NO. 2 DATED AS OF MARCH 15, 1984

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of March 15, 1984 between Mercantile-Safe Deposit and Trust Company, Trustee, and Seaboard System Railroad, Inc., said Agreement establishing Seaboard System Railroad, Inc., Equipment Trust of 1984, No. 2, hereby certifies that all of the \$26,025,000 principal amount of 11.750% Equipment Trust Certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company, does hereby declare said Equipment Trust Agreement dated as of March 15, 1984 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (formerly known as Seaboard System Railroad, Inc.) all of its rights, title and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of March 15, 1984 and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Agents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Agent as of this 20th day of April, 1999.

ATTEST:

THE BANK OF NEW YORK,
as Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

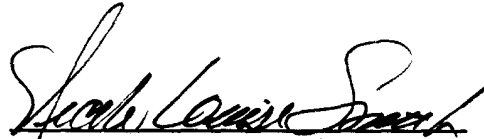
By: Janelee R. Scott

By: Alvin Z. Allison
Agent

[2]

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 20th day of April 1999, before me personally appeared SHARON L. ATKINSON, to me personally known, who, being by me duly sworn, says that he/she is an Agent of The Bank of New York, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

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